

RECORDATION NO. 29424 FILED

AUG 16 '10 -1 04 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

August 12, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated July 26, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	Meadwestvaco Corporation
	One O'Hare Centre		5255 Virginia Ave., N.
	6250 N River Road, Suite 5000		Charleston, SC 29406-3615
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is for eight (8) 5150 cu. ft. capacity, covered hopper cars, having FURX and NAHX marks (see Exhibit A for car numbers)..

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosure

(MWVC007)

AUG 16 '10 -1 04 PM

ASSGN. NO.: MWVC007

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of July, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and MeadWestvaco Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 26, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR

VICE PRESIDENT SALES & MARKETING

By: Susan GrokulskeyName: SUSAN GROKULSKY

ASSISTANT DIRECTOR

Title: OF DOCUMENTATIONExecuted on this 26th day of July, 2010.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

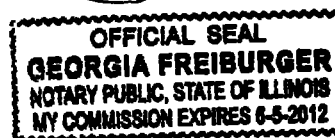
WITNESS my hand and official stamp or seal, this 26th day of July, 2010.

Notary Public

My Commission Expires:

6-2012

(Notary Public)



LESSEE:

MEADWESTVACO CORPORATION

ATTEST:

By: W M Heyne

Name: W. M. Heyne

Title: VP Operations

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this _____ day of _____, _____.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eight (8)

DESCRIPTION OF CARS: 5150 cu. Ft. capacity, pressure differential covered hopper Cars,
263,000 GRL (Car Type: C614)

CAR NUMBERS:

FURX 893420
FURX 893439
FURX 893832
FURX 893992
FURX 893995
FURX 894060
FURX 894150
NAHX 551008*

* NAHX 551008 car to be remarked to FURX 893996